



BOULT • CUMMINGS
CONNERS • BERRY PLC

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01 AUG 29 PM 4 03

August 29, 2001
EXECUTIVE SECRETARY

David Waddell, Esq.
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: BroadRiver Communications Corporation

Dear David:

This firm represents BroadRiver Communication Corporation ("BroadRiver"). BroadRiver holds a CLEC certificate in Tennessee (docket 00-00169) and currently provides service to approximately 40 small and medium-sized business customers in the state of Tennessee. Effective August 31, 2001, BroadRiver will be permanently discontinuing services to all customers, including those in Tennessee. Accordingly, BroadRiver regrettably surrenders its Tennessee operating authority, effective September 1, 2001.

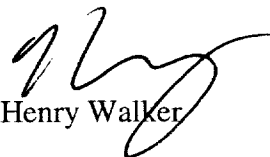
All Tennessee customers were notified of this development on July 31, 2001, and again on August 14, 2001. Copies of those letters are attached along with a copy of the company's application for Permanent Suspension of Service filed with the Federal Communications Commission.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:



Henry Walker

HW/nl
attachment

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

IN THE MATTER OF)
SECTION 63.71 APPLICATION OF)
)
BROADRIVER COMMUNICATIONS)
COMPANY, BROADRIVER)
COMMUNICATION CORPORATION,)
BROADRIVER COMMUNICATION)
OF VIRGINIA CORPORATION,)
AND BROADRIVER)
COMMUNICATIONS OF THE)
NORTHEAST CORPORATION)
)
FOR AUTHORITY PURSUANT TO)
SECTION 214 OF THE)
COMMUNICATIONS ACT OF 1934, AS)
AMENDED, TO DISCONTINUE THE)
PROVISION OF INTEREXCHANGE AND)
INTERNATIONAL SERVICE TO)
CUSTOMERS IN THE STATES OF)
TENNESSEE, GEORGIA AND FLORIDA)

SECTION 63.71 APPLICATION

Tom Buttermore, President
BroadRiver Communications
Company
13000 Deerfield Parkway
Suite 210
Alpharetta, Georgia 30004
Telephone: (678) 566-1141
Facsimile: (678) 566-1152

Dated: August 28, 2001

Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

IN THE MATTER OF)
 SECTION 63.71 APPLICATION OF)
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 COMPANY, BROADRIVER)
 COMMUNICATION CORPORATION,)
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 OF VIRGINIA CORPORATION,)
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 CUSTOMERS IN THE STATES OF)
 TENNESSEE, GEORGIA AND FLORIDA)

SECTION 63.71 APPLICATION

BroadRiver Communications Company ("BroadRiver") and each of its wholly-owned subsidiaries, BroadRiver Communication Corporation, BroadRiver Communication of Virginia Corporation, and BroadRiver Communications of the Northeast Corporation (each one a "Petitioner" and, together with BroadRiver, are referred to herein, collectively, as the "Petitioners") hereby seek authorization pursuant to Section 214(a) of the Communications Act of 1934,¹ and Section 63.71 of the Federal Communications Commission's (the "Commission") regulations², to discontinue its

¹ 47 U.S.C. §214(a).

² 47 C.F.R. §63.71.



provision of local and long distance and international services in the States of Tennessee, Georgia and Florida.

I. IDENTIFICATION OF THE PETITIONERS

1. BroadRiver, through certain of the Petitioners, currently provides a combination of local and long distance telecommunications services to small and medium-sized businesses in Georgia, Florida and Tennessee. Petitioners do not serve any residential customers. The Petitioners' principal place of business is: 13000 Deerfield Parkway, Suite 210, Alpharetta, Georgia 30004.

2. The Petitioners are authorized to provide local telecommunications services and long distance service in the states of Georgia, Florida and Tennessee. The Petitioners are authorized to provide telecommunications services in other states, but have no customers in those states. The Petitioners are also authorized by the Commission to provide interstate and international telecommunications services. Currently, BroadRiver, through certain of the Petitioners, serves approximately 40 customers in Tennessee, 40 customers in Florida and 150 customers in Georgia. All of the Petitioners are considered non-dominant carriers with respect to the services provided by them.

3. This permanent service discontinuance will affect all customers of the Petitioners in Georgia, Florida and Tennessee effective September 1, 2001.

II. DESIGNATED CONTACTS

4. All correspondence, notices and inquiries regarding this Application should be addressed to:

Tom Buttermore, President
BroadRiver Communications Company
13000 Deerfield Parkway, Suite 210
Alpharetta, Georgia 30004
Telephone: (678) 566-1141
Facsimile: (678) 566-1152

III. REASON FOR REQUEST TO DISCONTINUE LOCAL SERVICE

5. The service discontinuation is due to the Petitioners' inability to obtain funding to sustain operations. By mid-July, BroadRiver had expended its funds raised in its private placement and the existing investors began providing short term loans to BroadRiver, however, on August 21, 2001, the existing investors were no longer able to continue to fund operations and other alternatives to fund the operations have failed.

IV. CUSTOMER NOTIFICATION AND TRANSITION PROCESS

6. Termination letters were sent to the customers in Florida on July 13, 2001, effective August 13, 2001, and to the customers in Tennessee on July 31, 2001, effective August 31, 2001. On August 14, 2001, Florida customers were mailed via certified mail final notification reconfirming that after August 13th BroadRiver would be unable to guarantee service and that service could be terminated without notice anytime thereafter. On August 14, 2001, Tennessee customers were mailed via certified mail final notification reconfirming that after September 1, 2001 BroadRiver would be unable to guarantee service and that service could be terminated without notice anytime thereafter. Georgia customers were notified on August 3, 2001 that their agreements with the Petitioners would be acquired by Cbeyond Communications, LLC ("Cbeyond") and the parties intended that the majority of the Petitioners' customers would be transferred to Cbeyond on or before September 1, 2001. BroadRiver received notice on August 22,



2001 that Cbeyond would not accept any of the Georgia customer transfers. BroadRiver has sent a termination letter to each of its Georgia customers on August 24, 2001, effective August 31, 2001. The notices sent to the customers in Florida, Tennessee and Georgia are attached hereto as Attachment A. On August 23, 2001, the Petitioners began contacting all of their customers via telephone or voice mail, and, as of the date of this Application, have contacted all of its customers to inform them that the effective date of the permanent service discontinuance will be August 31, 2001. The statement required pursuant to Section 63.71(a)(5)(i) was e-mailed to all affected customers on August 28, 2001. The form of email sent to the affected customers is attached hereto as Attachment A.

7. On August 23, 2001, Petitioners notified BellSouth Telecommunications, Inc. ("BellSouth") of the permanent service discontinuance of the Petitioners' operations effective on September 1, 2001. Petitioners believe that other carriers are interconnected at each of the central offices to which the Petitioners are interconnected and that either BellSouth will provide substitute service to Petitioners' customers or the customers will likely be able to obtain substitute service from other providers, including Cbeyond or U.S. LEC of Georgia, Inc. ("U.S. LEC"). The Petitioners are actively working with BellSouth, Cbeyond and U.S. LEC to ensure that comparable service is provided to the discontinued customers as expeditiously as possible. Petitioners believe that the permanent discontinuance of service will not affect rates to any small to medium-sized business (or any other person) in the communities served by the Petitioners.

V. TIMEFRAME

8. Due to Petitioner's inability to fund its operations after August 31, 2001, Petitioners intend to discontinue providing local service to customers in Tennessee, Georgia and Florida on August 31, 2001.

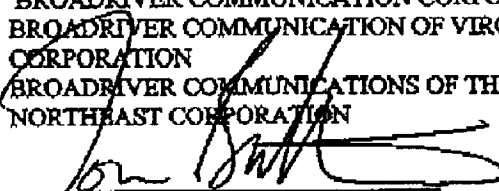
VI. CONCLUSION

9. On August 28, 2001, the Petitioners mailed a copy of this Application to the Secretary of Defense and the Public Utility Commission and the Governor of each State in which the discontinuance is proposed.

10. WHEREFORE, the Petitioners respectfully request that the Commission grant them the authority to discontinue the provision of services to customers in the States of Tennessee, Georgia and Florida on an expedited basis. In consideration of this request, the Petitioners submit that the public convenience and necessity will not be adversely affected by the discontinuance of service in the aforementioned states. Customers may choose from numerous other carriers offering similar services at competitive rates under reasonable terms and conditions.

Respectfully submitted,

BROADRIVER COMMUNICATIONS COMPANY
BROADRIVER COMMUNICATION CORPORATION
BROADRIVER COMMUNICATION OF VIRGINIA
CORPORATION
BROADRIVER COMMUNICATIONS OF THE
NORTHEAST CORPORATION



Tom Buttermore, President
BroadRiver Communications Company
13000 Deerfield Parkway
Suite 210
Alpharetta, Georgia 30004
Telephone: (678) 566-1141
Facsimile: (678) 566-1152

Dated: August 28, 2001

ATTACHMENT A





13000 Deerfield Parkway, Suite 210
Alpharetta, Georgia 30004

July 31, 2001

«Title» «FirstName» «LastName»
«Company»
«Address1»
«Address2»
«City», «State» «PostalCode»

**Re: Notice of Termination of BroadRiver Customer Services Order Agreement
between BroadRiver Communications Company ("BroadRiver") and Customer
(the "Agreement")**

Dear «Title» «LastName»:

We regret to inform you that BroadRiver has been forced to discontinue its retail service offering in Nashville. Accordingly, you are hereby notified that on September 1, 2001, all telephone and/or data service in Nashville, currently provided by BroadRiver, will be disconnected. This disconnection is not due to any failure on your part.

To ensure that you continue to have phone and/or data service after September 1, 2001, please maintain or select an alternative provider of telecommunications services. A selection of alternative providers can be found in your phone book.

In the event that BroadRiver has delivered an Integrated Access Device, a piece of Cisco equipment that is used to terminate the DS-1 connection at your premises, we will need to schedule a time with you to send a BroadRiver representative to your location and remove this piece of equipment.

We are sorry for the inconvenience that this disconnection may cause you. We will work with you to the best of our ability to ensure that further inconvenience is avoided during this transition period.

If you have any questions, please contact either Julie DeMoss (678-762-4253) or Sean Pivec (678-566-1183).

Very truly yours,

Ron Johnson
Vice President, Sales



Ron Johnson
Vice President, Sales
13000 Deerfield Parkway, Suite 210
Alpharetta, GA 30004

Facsimile: (678) 566-1152
Direct Line (678) 566-1153
rjohnson@broadriver.com

VIA CERTIFIED MAIL

August 14, 2001

«Title» «FirstName» «LastName»
«Company»
«Address1»
«Address2»
«City», «State» «PostalCode»

Re: Immediate Termination of BroadRiver Communications Telecommunications
Service in Nashville

Dear «Title» «LastName»:

This letter serves as final written notice that BroadRiver Communications will be unable to guarantee service beyond the original service termination date of September 1, 2001. Any customer maintaining BroadRiver service after this date will be subject to immediate and unannounced service termination for all BroadRiver telecommunications services, including voice, data and enhanced services.

In a letter dated July 31, 2001, BroadRiver provided «Company» 30-day written notice of customer service agreement termination and requested «Company» to transition all affected telecommunications services to an alternate provider by September 1, 2001. BroadRiver Customer Care personnel also contacted or attempted to contact «Company» by telephone to provide further notice of the imminent service termination date.

Despite all efforts to maintain the network beyond September 1, 2001, the Company's current financial position has made this not possible. We apologize for the inconvenience that this disconnection may cause you.

Very Truly Yours,